

MASTERCLASS IN CORPORATE GOVERNANCE EXCELLENCE

WHAT ARE THE TOP TEN ANSWERS EVERY NEWLY-APPOINTED BOARD SHOULD SEEK?

WHAT IS THE ROLE OF THE BOARD VIS-A-VIS MANAGEMENT?

TO WHAT EXTENT, IF AT ALL, SHOULD THE BOARD BE INVOLVED IN DAILY OPERATION RATHER THAN PROVIDING OVERSIGHT?

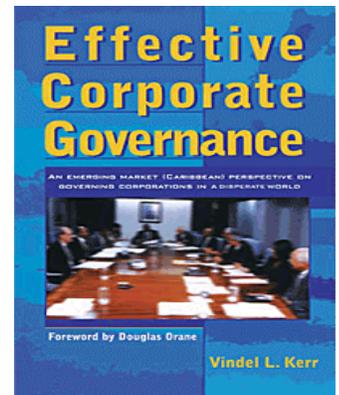
WHAT SHOULD BOARDS EXPECT OF MANAGEMENT IN AN ERA OF CRISIS?

GET ANSWERS TO THESE AND MANY OTHERS AT THIS MASTER CLASS SPANNING BOARD LEADERSHIP, EFFECTIVENESS AND ACCOUNTABILITY.



VIRTUAL LEARNING VIA ZOOM

PRESENTED BY:



2022 SERIES

DATE/TIME (JUNE AND OCTOBER)	COST
1. June 27 & 29: 5:30-8:45 PM, JAT. 6:30 -9:45 PM	US\$750/learner
2. Repeat: September 28 & 29: 5:30-8:45 AM, JAT. (6:30-9:45 PM, EAT.)	US\$750/learner Group discount 3 and more 15%

CONTACT INFORMATION

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E-mails:

govstratvirtualuniversity@gmail.com | govstrat@cwjamaica.com

REGISTER ONLINE AT:

www.corporategovernanceadvisors.com/registration/

Register and pay at least 5 days before. Limited spots Available!

GOVSTRAT STATEMENT OF QUALITY ASSURANCE

WHAT SEPARATES OUR SERVICES FROM THAT OF OTHERS?

Learners at each of our workshops will benefit from the knowledge and expertise of the Caribbean and emerging markets leading corporate governance expert, board governance facilitators and board advisors. Our Learning Facilitators/Consultants have in-depth knowledge and more than 100 accumulative years' corporate experience across the Caribbean and on four (4) Continents while having obtained specialised and world-class education and training in corporate governance. They will share governance case studies, case laws, local and international contexts while comparing these with "best-in-class" global practices. At GovStrat, we do not apply "one size" governance model to fit all. We believe each organisation and leader (in the public or private sector) is unique and requires specialised attention whether through our public/advertised or bespoke learning and consulting interventions. GovStrat has the experience of training nearly 7,500 Directors, Senior Managers, Senior Civil Servants and Government Ministers in more than twenty countries.

GENERAL OBJECTIVE:

This **One-day Master Class in Corporate Governance Excellence** will emphasize best-in-class board directorship, effectiveness and Accountability across industry sectors. It seeks to provide Corporate Directors, Management Officers, key government officials and Senior Managers, Regulators and other interested organisational actors with the knowledge, skills and competencies required to provide the most effective governance oversight and monitory of CEO performance while achieving optimal operational efficiency, accountability, transparency the maximization shareholder and stakeholder value. It is hoped that participants on completion of this learning intervention will assist in restoring, reinforcing or inculcating sound ethical culture at their respective organisations.

CORE THEMES TO EXPLORE:

1. Introduction Themes <ul style="list-style-type: none">• The Changing Environment of Boards Globally: Covid-19 impact and Opportunities that will last; ESG, Climate Change and Sustainability• On-boarding and Board Orientation• Chairing Virtual Meetings for impactful outcomes and Embracing the Paperless Board Meeting Era• Key Competencies and Attributes of 21st Century Governance Professionals
2. The Role of Key Fiduciaries: Chairman, Director, Corporate Secretary, Committee, Ex-Officio and Invitees, Responsible Ministry/Minister, Shareholders
3. Board Meeting Management and Effectiveness: Agenda, Annual Calendar, Minutes, Committees; Director Effectiveness – preparation, attendance, participation and Adding Value
4. Legal Duties and Responsibilities of Directors and Officers based on the Companies Acts of Selected Caribbean Countries and Highlights of other relevant local and Regional Public Bodies Statutes; Stock Exchange Listing Rules & Policy Gaps
5. Board Performance Evaluation
6. Role of the Board in Enterprise Risk Management (ERM)
8. The Concepts of Independence and Conflict of Interest
9. Financial Prudence & Oversight and the Scope and Role of the Audit Committee
10. Relevant Case Studies for Analysis by work groups

DELIVERY:

This course is designed to be highly interactive and emphasis will be placed on participatory learning with case-based discussions, audio visuals, team war games and lecture discussions.

WHO WILL ATTEND?

- Chairmen, Directors, Corporate Secretaries, First-time Directors and Officers of Public Bodies, Listed Companies, Family Businesses, School Boards, and anyone leading corporate transitioning and crises, especially in the Public Sector
- C-Suite Executives: CEOs, COOs, CFOs, CIAs, CFOs, CCOs, inter alia
- Members of Senior Management who serve as invitees on Board Committees
- Other Officers performing special assignments for the Board of Directors
- Aspiring Directors; Board Advisors; Strategic/Corporate Planners
- Anyone interested in Excellence in Corporate Governance and Effective Board Directorship

LEAD FACILITATOR



VINDEL L. KERR, DBA, MBA, BSC, ASC., C. DIR; PAD

Founder, Chairman & Lead Corporate Governance Facilitator/Consultant,

GovStrat Limited

vindelkerr@cwjamaica.com

Dr. Kerr is an internationally-awarded and renowned expert in the field of Corporate Governance (Board Leadership, Effectiveness and Accountability) and a leading Caribbean authority in strategic planning. Between January 2014 and July 2018, he was a lecturer of business ethics at The UWI, St. Augustine Campus where he taught post-graduate course MGMT 6112: Business Ethics and undergraduate course MGMT 3035: Ethics in Business to a combined 1,750 students during his tenure and supervised and examined PhD and M.Sc. theses. In addition, he conducted research, published in peer-viewed journals and presented papers at conferences while serving on various Department and University Committees. Dr. Kerr has developed a thorough grasp and working knowledge of corporate governance issues globally and is adept with the governance issues spanning various categories of State-owned Enterprises and private sector companies and in Common Law and Civil Law jurisdictions. His 24 years' work history, 16 at senior management level, has been spent in industry, research and education (in private and public sectors) spanning policy advisement and development, strategic planning, leadership and management development, managing change and transformation, corporate finance, operations audit, business and academic research and corporate and academic learning. He has served as Board Chairman, Director, Chairman of audit, corporate governance and/or member of human resource committees of several corporate boards including the Planning Institute of Jamaica (PIOJ), Heart Trust/NTA, College of Agriculture, Science and Education (CASE) and Jamaica 4-H Clubs, inter alia.

Dr. Kerr has trained more than 4,500 directors of corporate boards, senior executives, permanent secretaries and government ministers in 24 Caribbean, South American and Southern African countries, reviewed and/or written or made recommendations for the strengthening of several laws, regulations and codes of practices through GovStrat Limited – a management consulting and corporate learning firm he founded in 2003. Prior to GovStrat Limited, Dr. Kerr had established an illustrious career in corporate Jamaica where he served in senior management positions at the Capital and Credit Merchant Bank (CCMB) Limited in the capacity as Senior Corporate Finance Officer with responsibility for business development, new ventures development, market research and credit oversight. Prior CCMB, he served at the Jamaica Producers Group and straddled the international agribusiness value chain – from the banana plantations in Jamaica as Management Agronomist and later as Liaison Officer, with responsibility for marketing and shipping logistics reporting to JPG's flagship subsidiary, Jamaica Producers Marketing (JPM), Inc., (UK). At JPM, Dr. Kerr had responsibility for the weekly forecasting of Jamaica's banana production for exports and relationship management with top UK food chains such as Tesco, Sainsbury and Waitrose. Dr. Kerr obtained his early grounding as a Farm Management/Farming Systems' Economist in 1988 with the Food and

Agriculture Organization (FAO) of the United Nations. Some of Dr. Kerr's strategic planning and learning clients include major Caribbean corporations such as Massy Group Limited, TATT, NEDCo, NIB, i-GovtTT, TECU Credit Union Ltd, East Port of Spain Devpt. Co. Ltd, (T&T), Government of Barbados, Williams Industries, Inc. (Barbados), ATL Automotive Group, BCIC, eGov, Broadcasting Commission, JCAA, TPDCo, Ministry of Agriculture, NWC, DBJ, NHF, Forestry Department (Jamaica), inter alia.

As a professional scholar, Dr. Kerr has pioneered the training and development of Caribbean corporate boards and management officers spanning Corporate Governance, Strategic Planning, Enterprise Risk Management and Corporate Reputation Management. He has also idealized, designed and serving as a co-facilitator of the Caribbean's first and most prestigious Professionally Accredited Program for Corporate Directors, Corporate/Company Secretaries and Minute Taking Professionals. Dr. Kerr has served as a global resource expert to International Institutes of Chartered/Company Secretaries. He has written and published the groundbreaking book, *Effective Corporate Governance: An Emerging Market (Caribbean) Perspective on Governing Corporations in a Disparate World (2005)*, seminal doctoral thesis: *Exploring Corporate Governance Structures and Practices in Jamaica: Toward Policy Reform (2010)* and many technical reports which have significantly impacted public policy. One such report is the *Corporate Governance Framework for Public Bodies Jamaica (2011)*. Dr. Kerr is a **2010 Scholar of the International Corporate Governance Network (ICGN)**; **2010 Nominee of the Yale Law School Milstein Center for Corporate Governance and Performance, Rising Star in Corporate Governance Awards**, and a **2010 Doctor of Business Administration graduate (Corporate Governance and public policy)**, University of Manchester, Alliance Manchester Business School, UK. Dr. Kerr earned an MBA from Rutgers Business School USA (1997) as an Organization of American States (OAS) Fellow, and a B.Sc. in Agronomy and Agri-Economics at The UWI, St. Augustine Campus, Trinidad and Tobago (1991) as the First Carlton Alexander/JADF Scholar and an Associate Degree in Agriculture (Animal Science).



Pooja is a Lawyer and Chartered Secretary holding memberships of 3 institutes internationally: Corporate Governance Institute, United Kingdom; HKCGI- Hong Kong and ICSI- India. She obtained her Masters in Commerce and Bachelors in Commerce (Hons. in Finance) and a post-graduate diploma in Journalism. Ms. Shukla Pooja holds the BCom (Hons. in Finance) *Punjab University*, PgDip Journalism, *Hong Kong Univeesity; LLB MU, MCom Punjab U* and is a Chartered Secretary qualified by the Corporate Governance Institute, United Kingdom; HKCGI- Hong Kong, ICSI- India. Ms. Pooja is Senior Lecturer at the Lee Shau Kee School of Business and Administration, Hong Kong.

She scored 17th All-India rank in ICSI and obtained merit in Corporate Governance conducted by HKCGI. With more than 15 years of experience in the corporate sector, she has served as a Board Secretary to various Boards and Committees in various listed companies, banks and MNCs internationally operating in manufacturing, IT, mining, infrastructure, professional services, law firm and telecom businesses. She has also served as a consultant to FTSE 100 companies advising on corporate governance matters in Asia, Middle East and Africa. Her focus areas are primarily in the field of corporate governance, company law, boardroom dynamics and Environmental, Social and Corporate Governance. Her current teaching and research interest spans Corporate Governance, Company Secretarial Practice and Corporate Law.
Law and Corporate Ethics.

JUSTICE ANTHONY D.J. GAFOOR, CO-FACILITATOR; LEGAL DUTIES AND RESPONSIBILITIES AND DIRECTORS AND OFFICERS & ACCOUNTABILITY



Justice Anthony Gafoor, a Trinidadian, is Chairman of the Tax Appeal Court of Trinidad and Tobago (Superior Court of Record) which is a national institution dealing with income and corporate tax; value added tax; and customs and excise duties among other areas. He holds several qualifications in law, finance and financial law, and corporate ethics. He is also a certified mediator and mediation trainer as well as a Fellow of the Chartered Institute of Arbitrators, UK. He is the Chair of the Chartered Institute of Arbitrators (Trinidad Chapter); Vice Chair and Hon. Secretary of the Chartered Institute of Arbitrators (Caribbean Branch); Hon. Secretary to the International Law Association (Caribbean Branch) and a Member of the International Fiscal

Association and the International Bar Association. He was admitted as an attorney at law in Trinidad and Tobago and has practiced extensively as a barrister in common law chambers in the UK and as an in-house legal adviser on corporate matters, including corporate fraud. He is a Senior Lecturer at the University of the West Indies, St. Augustine where he has also lectured in Business

FEE STRUCTURE AND POLICY

- A. Corporate rates are available for groups of three (3) or more learners from the same company at 15% discount.
- B. Fees include course material and a Certificate of Completion,
- C. Full payment or payment arrangement should be confirmed at least 10 days before carded date of the event.
- D. Registration confirmation is assured only on receipt of full payments.
- E. While we understand companies and government procurement processes and usually receive payments up-to 10 days after the event, private individuals sponsoring themselves must pay in full at least 72 hours before the event.
- F. No refund for cancellation within 5 working days of each event. Substitution of persons is allowed providing that notice is given at least 2 days before the event. No refund for “no showers” and where companies are yet to pay, full payment is expected.
- G. Only a limited number of participants will be admitted to facilitate a high level of participatory learning.
- H. The course maybe postponed or cancelled at any time without prior notice by the hosts and or organizers. In such circumstance, full refund will be made where applicable
- I. We accept banker’s draft and wire transfer (bank-to-bank) in USD and local currencies, where applicable, based on invoice instructions.
- J. By completing and returning our registration form means you have agreed to all the terms of this Policy

Payment is via Online E-commerce Portal, Paypal, Credit Card or bank-to-bank transfer. Information will be provided after receipt of your completed application form via our website or direct email to us with full details on form overleaf.



MANUAL DELEGATE REGISTRATION FORM

Register online: www.corporategovernanceadvisors.com/registration/

TITLE OF WORKSHOP:			
COMPANY NAME:			
CONTACT PERSON:		JOB TITLE:	
ADDRESS:			TELEPHONE:
FAX:		E-MAIL:	
DATE TO BE HELD:		COUNTRY:	
TODAY'S DATE:			

Please register the following person(s): (Place name and position in boxes and write e-mail atop):

Email:

<input type="text"/>	<input type="text"/>
Representative's Name	Position

Email:

<input type="text"/>	<input type="text"/>
Representative's Name	Position

E-mail:

<input type="text"/>	<input type="text"/>	<input type="text"/>
Representative's Name	Position	

E-mail:

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E-mail:

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Representative's Name	Position